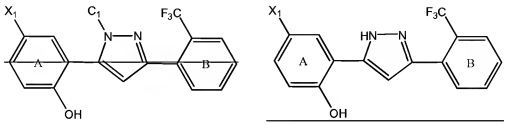
AMENDMENTS

Please replace all prior versions and listings of claims with the amended claims as follows:

Claims 1-51 (**canceled**)

52. (**currently amended**) A compound of formula (II):



(II);

or a pharmaceutically acceptable salt thereof, wherein:

~~C_1 is H;~~

X_1 is ~~selected from~~ halo;

~~each R is independently R^2 or R^3;~~

wherein each of ring B, ~~optionally including X_1 and OH, and C_1~~ optionally comprises up to 4 substituents, and ring A optionally comprises up to 3 substituents, wherein said substituents are independently selected from R^1, R^2, R^3, R^4, or R^5;

R^1 is R^6 or $(CH_2)_n$-Y;

n is 0, 1 or 2;

Y is halo, CN, NO_2, CF_3, CHF_2, CH_2F, OCF_3, OH, $SCHF_2$, SR^6, $S(O)R^6$, SO_2R^6, NH_2, NHR^6, $N(R^6)_2$, NR^6R^8, COOH, $COOR^6$ or OR^6; or

two R^1 on adjacent ring atoms, taken together, form 1,2-methylenedioxy, 1,2-difluoromethylenedioxy, or 1,2-ethylenedioxy;

R^2 is aliphatic, wherein each R^2 optionally comprises up to 2 substituents independently selected from R^1, R^4, or R^5;

R^3 is a cycloaliphatic, aryl, heterocyclic, or heteroaryl ring optionally comprising up to 3 substituents, independently selected from R^1, R^2, R^4 or R^5;

R^4 is OR^5, OR^6, $OC(O)R^6$, $OC(O)R^5$, $OC(O)OR^6$, $OC(O)OR^5$, $OC(O)N(R^6)_2$, $OC(O)N(R^5)_2$, $OC(O)N(R^6R^5)$, $OP(O)(OR^6)_2$, $OP(O)(OR^5)_2$, $OP(O)(OR^6)(OR^5)$, SR^6, SR^5, $S(O)R^6$, $S(O)R^5$, SO_2R^6, SO_2R^5, $SO_2N(R^6)_2$, $SO_2N(R^5)_2$, $SO_2NR^5R^6$, SO_3R^6, SO_3R^5, $C(O)R^5$, $C(O)OR^5$, $C(O)R^6$, $C(O)OR^6$, $C(O)N(R^6)_2$, $C(O)N(R^5)_2$, $C(O)N(R^5R^6)$, $C(O)N(OR^6)R^6$, $C(O)N(OR^5)R^6$, $C(O)N(OR^6)R^5$, $C(O)N(OR^5)R^5$, $C(NOR^6)R^6$, $C(NOR^6)R^5$, $C(NOR^5)R^6$, $C(NOR^5)R^5$, $N(R^6)_2$, $N(R^5)_2$, $N(R^5R^6)$, $NR^5C(O)R^5$, $NR^6C(O)R^6$, $NR^6C(O)R^5$, $NR^5C(O)OR^6$, $NR^5C(O)OR^6$, $NR^6C(O)OR^5$, $NR^5C(O)OR^5$, $NR^6C(O)N(R^6)_2$, $NR^6C(O)NR^5R^6$, $NR^6C(O)N(R^5)_2$, $NR^5C(O)N(R^6)_2$, $NR^5C(O)NR^5R^6$, $NR^5C(O)N(R^5)_2$, $NR^6SO_2R^6$, $NR^6SO_2R^5$, $NR^5SO_2R^5$, $NR^6SO_2N(R^6)_2$, $NR^6SO_2NR^5R^6$, $NR^6SO_2N(R^5)_2$, $NR^5SO_2NR^5R^6$, $NR^5SO_2N(R^5)_2$, $N(OR^6)R^6$, $N(OR^6)R^5$, $N(OR^5)R^5$, $N(OR^5)R^6$, $P(O)(OR^6)N(R^6)_2$, $P(O)(OR^6)N(R^5R^6)$, $P(O)(OR^6)N(R^5)_2$, $P(O)(OR^5)N(R^5R^6)$, $P(O)(OR^5)N(R^6)_2$, $P(O)(OR^5)N(R^5)_2$, $P(O)(OR^6)_2$, $P(O)(OR^5)_2$, or $P(O)(OR^6)(OR^5)$;

R^5 is a cycloaliphatic, aryl, heterocyclic, or heteroaryl ring optionally optionally comprising up to 3 R^1 substituents;

R^6 is H or aliphatic, wherein R^6 optionally comprises a R^7 substituent;

R^7 is a cycloaliphatic, aryl, heterocyclic, or heteroaryl ring and each R^7 optionally comprising up to 2 substituents independently chosen from H, $(C_1$-$C_6)$-straight or branched alkyl, $(C_2$-$C_6)$ straight or branched alkenyl or alkynyl, 1,2-methylenedioxy, 1,2-ethylenedioxy, or $(CH_2)_n$-Z;

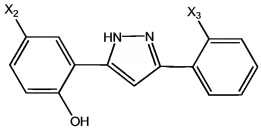
Z is selected from halo, CN, NO_2, CHF_2, CH_2F, CF_3, OCF_3, OH, $SCHF_2$, S-aliphatic, S(O)-aliphatic, SO_2-aliphatic, NH_2, N-aliphatic, N(aliphatic)$_2$, N(aliphatic)R^8, COOH, C(O)O(-aliphatic), or O-aliphatic; and

R^8 is an amino protecting group.

53. **(canceled)**

54. (**previously presented**) The compound according to claim 53, wherein X_1 is F.

55. (**currently amended**) A compound having formula (III):



(III);

or a pharmaceutically acceptable salt thereof, wherein:

X_2 ~~is selected from~~ halo;

X_3 is selected from ~~H,~~ halo, CF_3, or NO_2;

~~each R is independently R^2 or R^3;~~

~~R^1 is oxo, R^6 or $(CH_2)_n$ Y;~~

~~n is 0, 1 or 2;~~

~~Y is halo, CN, NO_2, CHF_2, CH_2F, CF_3, OCF_3, OH, $SCHF_2$, SR^6, $S(O)R^6$, SO_2R^6, NH_2, NHR^6, $N(R^6)_2$, NR^6R^8, COOH, $COOR^6$ or OR^6; or~~

~~two R^1 on adjacent ring atoms, taken together, form 1,2-methylenedioxy, 1,2-difluoromethylenedioxy, or 1,2-ethylenedioxy;~~

~~R^2 is aliphatic, wherein each R^2 optionally comprises up to 2 substituents independently selected from R^1, R^4, or R^5;~~

~~R^3 is a cycloaliphatic, aryl, heterocyclic, or heteroaryl ring optionally comprising up to 3 substituents, independently selected from R^1, R^2, R^4 or R^5;~~

~~R^4 is OR^5, OR^6, $OC(O)R^6$, $OC(O)R^5$, $OC(O)OR^6$, $OC(O)OR^5$, $OC(O)N(R^6)_2$, $OC(O)N(R^5)_2$, $OC(O)N(R^6R^5)$, $OP(O)(OR^6)_2$, $OP(O)(OR^5)_2$, $OP(O)(OR^6)(OR^5)$, SR^6, SR^5, $S(O)R^6$, $S(O)R^5$, SO_2R^6, SO_2R^5, $SO_2N(R^6)_2$, $SO_2N(R^5)_2$, $SO_2NR^5R^6$, SO_3R^6, SO_3R^5,~~

~~$C(O)R^5$, $C(O)OR^5$, $C(O)R^6$, $C(O)OR^6$, $C(O)N(R^6)_2$, $C(O)N(R^5)_2$, $C(O)N(R^5R^6)$, $C(O)N(OR^6)R^6$, $C(O)N(OR^5)R^6$, $C(O)N(OR^6)R^5$, $C(O)N(OR^5)R^5$, $C(NOR^6)R^6$, $C(NOR^6)R^5$, $C(NOR^5)R^6$, $C(NOR^5)R^5$, $N(R^6)_2$, $N(R^5)_2$, $N(R^5R^6)$, $NR^5C(O)R^5$, $NR^6C(O)R^6$, $NR^6C(O)R^5$, $NR^6C(O)OR^6$, $NR^5C(O)OR^6$, $NR^6C(O)OR^5$, $NR^5C(O)OR^5$, $NR^6C(O)N(R^6)_2$, $NR^6C(O)NR^5R^6$, $NR^6C(O)N(R^5)_2$, $NR^5C(O)N(R^6)_2$, $NR^5C(O)NR^5R^6$, $NR^5C(O)N(R^5)_2$, $NR^6SO_2R^6$, $NR^6SO_2R^5$, $NR^5SO_2R^5$, $NR^6SO_2N(R^6)_2$, $NR^6SO_2NR^5R^6$, $NR^6SO_2N(R^5)_2$, $NR^5SO_2NR^5R^6$, $NR^5SO_2N(R^5)_2$, $N(OR^6)R^6$, $N(OR^6)R^5$, $N(OR^5)R^5$, $N(OR^5)R^6$, $P(O)(OR^6)N(R^6)_2$, $P(O)(OR^6)N(R^5R^6)$, $P(O)(OR^6)N(R^5)_2$, $P(O)(OR^5)N(R^5R^6)$, $P(O)(OR^5)N(R^6)_2$, $P(O)(OR^5)N(R^5)_2$, $P(O)(OR^6)_2$, $P(O)(OR^5)_2$, or $P(O)(OR^6)(OR^5)$;~~

~~R^5 is a cycloaliphatic, aryl, heterocyclic, or heteroaryl ring optionally optionally comprising up to 3 R^1 substituents;~~

~~R^6 is H or aliphatic, wherein R^6 optionally comprises a R^7 substituent;~~

~~R^7 is a cycloaliphatic, aryl, heterocyclic, or heteroaryl ring and each R^7 optionally comprising up to 2 substituents independently chosen from H, (C_1-C_6) straight or branched alkyl, (C_2-C_6) straight or branched alkenyl or alkynyl, 1,2-methylenedioxy, 1,2-ethylenedioxy, or $(CH_2)_n$-Z;~~

~~Z is selected from halo, CN, NO_2, CHF_2, CH_2F, CF_3, OCF_3, OH, $SCHF_2$, S-aliphatic, S(O)-aliphatic, SO_2-aliphatic, NH_2, N-aliphatic, N(aliphatic)$_2$, N(aliphatic)R^8, COOH, C(O)O(-aliphatic, or O-aliphatic; and~~

~~R^8 is an amino protecting group;~~

provided that:

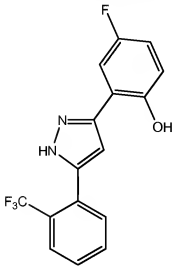
(i) ~~when X_1 is H, then X_2 is not methyl, chloro, or bromo;~~

~~(ii)~~ when X_2 is chloro, then X_3 is not fluoro, chloro, or nitro~~;~~

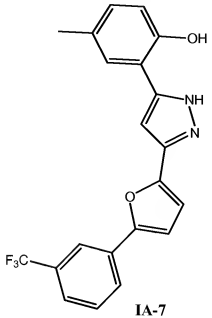
~~(iii) when X_2 is methyl, then X_3 is not nitro or chloro~~.

Claims 56-82 (**canceled**)

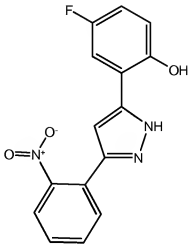
83. (**previously presented**) A compound selected from:



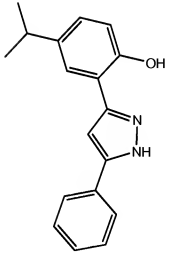
IA-6,



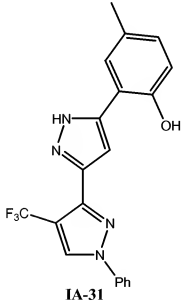
IA-7,



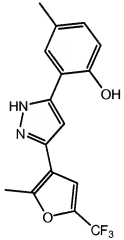
IA-20,



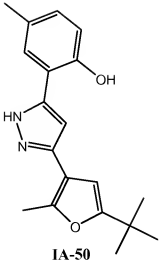
IA-26,



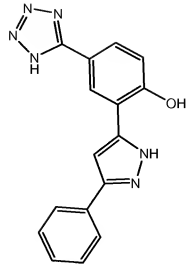
IA-31,



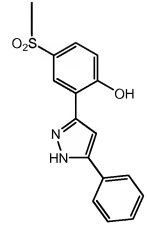
IA-42,



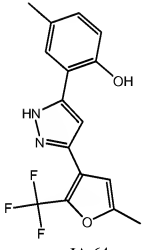
IA-50 ,



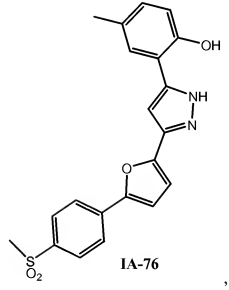
IA-54 ,



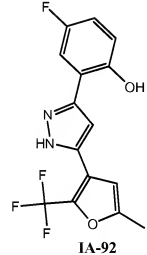
IA-61 ,



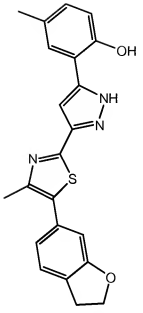
IA-64 ,



IA-76 ,

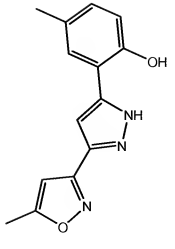


IA-92 ,



IA-95 ,

or



IA-107 .

Claims 84-86 **(canceled)**

87. **(currently amended)** A pharmaceutical composition comprising a compound according to any one of claims 52, 55, and 83~~, 85, and 86,~~ and a pharmaceutically acceptable carrier or adjuvant.